

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:

**LIMETREE BAY SERVICES, LLC, *et al.*,¹
Debtors.**

CHAPTER 11

**CASE NO.: 21-32351 (DRJ)
(Jointly Administered)**

APPELLEES' SUPPLEMENTAL DESIGNATION OF RECORD ON APPEAL

Pursuant to Rule 8009(a)(2) of the Federal Rules of Bankruptcy Procedure, Limetree Bay Services, LLC, Limetree Bay Refining Holdings, LLC, Limetree Bay Refining Holdings II, LLC, Limetree Bay Refining, LLC, Limetree Bay Refining Operating, LLC, and Limetree Bay Refining Marketing, LLC (collectively, the “**Debtors**” or “**Appellees**”), debtors and debtors in possession in the above-captioned, jointly administered chapter 11 cases (the “**Chapter 11 Cases**”), hereby submit this supplemental designation of record in connection with the appeal (the “**Appeal**”) taken by Berry Contracting LP, d/b/a Bay, Ltd., from the *Order Granting Debtors’ Emergency Motion to (I) Reopen Auction Pursuant to Bidding Procedures, (II) Approve Schedule and Procedures for Continued Auction, and (III) Grant Related Relief* [Docket No. 913] entered in the Chapter 11 Cases on December 10, 2021, and any orders, rulings, decrees, decisions, or opinions subsumed therein.

Designation of Record on Appeal

1. Appellees designate the following additional items for inclusion in the record on Appeal. Each designated item shall also include any and all exhibits to such item and supporting evidence:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Limetree Bay Services, LLC (1866); Limetree Bay Refining Holdings, LLC (1776); Limetree Bay Refining Holdings II, LLC (1815); Limetree Bay Refining, LLC (8671); Limetree Bay Refining Operating, LLC (9067); Limetree Bay Refining Marketing, LLC (9222). The Debtors’ mailing address is Limetree Bay Services, LLC, 11100 Brittmoore Park Drive, Houston, TX 77041.

| Docket Date | Docket Number² | Document Title |
|--------------------|----------------------------------|--|
| 7/12/2021 | 1 | Voluntary Petition for Non-Individuals Filing for Bankruptcy filed by Limetree Bay Services, LLC |
| 7/12/2021 | 1 ³ | Voluntary Petition for Non-Individuals Filing for Bankruptcy filed by Limetree Bay Refining Holdings, LLC |
| 7/12/2021 | 1 ⁴ | Voluntary Petition for Non-Individuals Filing for Bankruptcy filed by Limetree Bay Refining Holdings II, LLC |
| 7/12/2021 | 1 ⁵ | Voluntary Petition for Non-Individuals Filing for Bankruptcy filed by Limetree Bay Refining, LLC |
| 7/12/2021 | 1 ⁶ | Voluntary Petition for Non-Individuals Filing for Bankruptcy filed by Limetree Bay Refining Operating, LLC |
| 7/12/2021 | 1 ⁷ | Voluntary Petition for Non-Individuals Filing for Bankruptcy filed by Limetree Bay Refining Marketing, LLC |
| 7/12/2021 | 8 | Declaration of Mark Shapiro in Support of Chapter 11 Petitions and First Day Motions |
| 7/12/2021 | 14 | Debtors' <i>Emergency</i> Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Post-Petition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (IV) Approving Adequate Protection to Pre-Petition Secured Creditors, (V) Modifying the Automatic Stay, and (VI) Scheduling a Final Hearing |
| 7/13/2021 | 20 | Order Pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 Directing Joint Administration of Chapter 11 Cases |

² Unless otherwise noted, all docket number references refer to the specified docket entry in *In re Limetree Bay Services, LLC*, case no. 21-32351 (DRJ).

³ Docket number refers to the specified docket entry in *In re Limetree Bay Refining Holdings, LLC*, case no. 21-32352 (DRJ).

⁴ Docket number refers to the specified docket entry in *In re Limetree Bay Refining Holdings II, LLC*, case no. 21-32353 (DRJ).

⁵ Docket number refers to the specified docket entry in *In re Limetree Bay Refining, LLC*, case no. 21-32354 (DRJ).

⁶ Docket number refers to the specified docket entry in *In re Limetree Bay Refining Operating, LLC*, case no. 21-32355 (DRJ).

⁷ Docket number refers to the specified docket entry in *In re Limetree Bay Refining Marketing, LLC*, case no. 21-32356 (DRJ).

| | | |
|-----------|-----------------|--|
| 7/13/2021 | 3 ⁸ | Order Pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 Directing Joint Administration of Chapter 11 Cases |
| 7/13/2021 | 3 ⁹ | Order Pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 Directing Joint Administration of Chapter 11 Cases |
| 7/13/2021 | 2 ¹⁰ | Order Pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 Directing Joint Administration of Chapter 11 Cases |
| 7/13/2021 | 3 ¹¹ | Order Pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 Directing Joint Administration of Chapter 11 Cases |
| 7/13/2021 | 2 ¹² | Order Pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 Directing Joint Administration of Chapter 11 Cases |
| 7/14/2021 | 104 | Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief |
| 7/26/2021 | 189 | Notice of Appointment of Committee of Unsecured Creditors |
| 8/2/2021 | 271 | Second Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief |
| 8/4/2021 | 290 | Notice of Filing Proposed Budget for August 6, 2021 Hearing |
| 8/8/2021 | 343 | Notice of Filing Proposed Budget for August 9, 2021 Hearing |
| 8/11/2021 | 382 | Notice of Filing Proposed Budget for August 11, 2021 Hearing |
| 8/11/2021 | 393 | Third Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured |

⁸ Docket number refers to the specified docket entry in *In re Limetree Bay Refining Holdings, LLC*, case no. 21-32352 (DRJ).

⁹ Docket number refers to the specified docket entry in *In re Limetree Bay Refining Holdings II, LLC*, case no. 21-32353 (DRJ).

¹⁰ Docket number refers to the specified docket entry in *In re Limetree Bay Refining, LLC*, case no. 21-32354 (DRJ).

¹¹ Docket number refers to the specified docket entry in *In re Limetree Bay Refining Operating, LLC*, case no. 21-32355 (DRJ).

¹² Docket number refers to the specified docket entry in *In re Limetree Bay Refining Marketing, LLC*, case no. 21-32356 (DRJ).

| | | |
|-----------|-----|---|
| | | Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief |
| 8/13/2021 | 411 | Debtors' <i>Emergency</i> Motion to Amend Third Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief |
| 8/16/2021 | 430 | <i>Amended</i> Third Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief |
| 8/24/2021 | 460 | Notice of Filing Proposed Budget for August 27, 2021 Hearing |
| 8/27/2021 | 495 | Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing and (B) Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief |
| 9/7/2021 | 540 | Summary of Assets and Liabilities for Non-Individuals filed by Limetree Bay Services, LLC |
| 9/7/2021 | 541 | Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy filed by Limetree Bay Services, LLC |
| 9/7/2021 | 542 | Summary of Assets and Liabilities for Non-Individuals filed by Limetree Bay Refining Holdings, LLC |
| 9/7/2021 | 543 | Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy filed by Limetree Bay Refining Holdings, LLC |
| 9/7/2021 | 544 | Summary of Assets and Liabilities for Non-Individuals filed by Limetree Bay Refining Holdings II, LLC |
| 9/7/2021 | 545 | Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy filed by Limetree Bay Refining Holdings II, LLC |
| 9/7/2021 | 546 | Summary of Assets and Liabilities for Non-Individuals filed by Limetree Bay Refining, LLC |
| 9/7/2021 | 547 | Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy filed by Limetree Bay Refining, LLC |

| | | |
|------------|-----|--|
| 9/7/2021 | 548 | Summary of Assets and Liabilities for Non-Individuals filed by Limetree Bay Refining Operating, LLC |
| 9/7/2021 | 549 | Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy filed by Limetree Bay Refining Operating, LLC |
| 9/7/2021 | 550 | Summary of Assets and Liabilities for Non-Individuals filed by Limetree Bay Refining Marketing, LLC |
| 9/7/2021 | 551 | Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy filed by Limetree Bay Refining Marketing, LLC |
| 9/22/2021 | 607 | Monthly Operating Report for Limetree Bay Services, LLC |
| 9/22/2021 | 608 | Monthly Operating Report for Limetree Bay Refining Holdings, LLC |
| 9/22/2021 | 609 | Monthly Operating Report for Limetree Bay Refining Holdings II, LLC |
| 9/22/2021 | 610 | Monthly Operating Report for Limetree Bay Refining, LLC |
| 9/22/2021 | 611 | Monthly Operating Report for Limetree Bay Refining Operating, LLC |
| 9/22/2021 | 612 | Monthly Operating Report for Limetree Bay Refining Marketing, LLC |
| 10/6/2021 | 642 | Monthly Operating Report for Limetree Bay Services, LLC |
| 10/6/2021 | 643 | Monthly Operating Report for Limetree Bay Refining Holdings, LLC |
| 10/6/2021 | 644 | Monthly Operating Report for Limetree Bay Refining Holdings II, LLC |
| 10/6/2021 | 645 | Monthly Operating Report for Limetree Bay Refining, LLC |
| 10/6/2021 | 646 | Monthly Operating Report for Limetree Bay Refining Operating, LLC |
| 10/6/2021 | 647 | Monthly Operating Report for Limetree Bay Refining Marketing, LLC |
| 10/11/2021 | 650 | Notice of Defaults and Forbearance Agreement under DIP Financing Documents |
| 10/15/2021 | 657 | Notice of Default and Reservation of Rights under DIP Financing Documents |
| 11/2/2021 | 713 | Notice of Filing Proposed Two-Week Budget |
| 11/3/2021 | 715 | Monthly Operating Report for Limetree Bay Services, LLC |

| | | |
|------------|-----|--|
| 11/3/2021 | 716 | Monthly Operating Report for Limetree Bay Refining Holdings, LLC |
| 11/3/2021 | 717 | Monthly Operating Report for Limetree Bay Refining Holdings II, LLC |
| 11/3/2021 | 718 | Monthly Operating Report for Limetree Bay Refining, LLC |
| 11/3/2021 | 719 | Monthly Operating Report for Limetree Bay Refining Operating, LLC |
| 11/3/2021 | 720 | Monthly Operating Report for Limetree Bay Refining Marketing, LLC |
| 11/4/2021 | 724 | Debtors' <i>Emergency</i> Motion for Authority to Pay Forbearance Fee |
| 11/14/2021 | 760 | Debtors' <i>Emergency</i> Motion to Amend Bid Procedures Order and Other Related Relief |
| 11/14/2021 | 762 | Declaration of Michael O'Hara in Support of Debtors' <i>Emergency</i> Motion to Amend Bid Procedures Order and Other Related Relief |
| 11/22/2021 | 813 | Order Granting Debtors' <i>Emergency</i> Motion to Amend Bid Procedures Order and Other Related Relief |
| 11/22/2021 | 815 | Notice of Filing Three-Week Budget |
| 11/30/2021 | 831 | Order Granting Debtors' <i>Emergency</i> Motion for Authority to Pay Forbearance Fee |
| 12/7/2021 | 888 | Notice of Withdrawal of: (I) Notice of Designation of Winning Bid and Back-up Bids and Sixth Notice of Extension of Milestones and Bid Procedures Deadlines; and (II) Notice of Emergency Sale Hearing |
| 12/13/2021 | 920 | Notice of Filing One-Week Budget |
| 12/15/2021 | 924 | Amended Schedule E/F filed by Limetree Bay Services, LLC |
| 12/15/2021 | 925 | Amended Schedule E/F filed by Limetree Bay Refining Operating, LLC |
| 12/16/2021 | 935 | Seventh Notice of Extension of Milestones and Bid Procedures Deadlines |
| 12/20/2021 | 962 | Notice of Filing Five-Week Budget |
| 12/21/2021 | 973 | Winning Bidders' Notice of Filing in Support of Debtors' <i>Emergency</i> Motion for Entry of Order: (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting |

| | | |
|------------|-----|--|
| | | Related Relief and Debtors' Emergency Notices of Sale Hearing (the "Sale Hearing") |
| 12/21/2021 | 977 | Order (I) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (II) Authorizing the Debtors to Perform Under the Asset Purchase Agreement, (III) Approving Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief |
| 12/22/2021 | 979 | St. Croix Energy, LLLP's Notice of Admitted Exhibits for December 21, 2021 Sale Hearing |

Appellees reserve the right to request additional items for inclusion in the record on appeal, or to request further supplementation of the record.

Dated: January 20, 2022

BAKER & HOSTETLER LLP

/s/ Elizabeth A. Green

Elizabeth A. Green, Esq.

Fed ID No.: 903144

SunTrust Center, Suite 2300

200 South Orange Avenue

Orlando, FL 32801-3432

Telephone: 407.649.4000

Facsimile: 407.841.0168

Email: egreen@bakerlaw.com

Jorian Rose, Esq.

Admitted Pro Hac Vice

N.Y. Reg. No. 2901783

45 Rockefeller Plaza

New York, New York 10111

Telephone: 212.589.4200

Facsimile: 212.589.4201

Email: jrose@bakerlaw.com

Michael T. Delaney, Esq.

Admitted Pro Hac Vice

OH Bar No. 99790

Key Tower, 127 Public Square

Suite 2000

Cleveland, OH 44114

Telephone: 216.621.0200
Facsimile: 216.696.0740
Email: mdelaney@bakerlaw.com

*Counsel for the Debtors and Debtors in
Possession*

Certificate of Service

I certify that, on January 20, 2022, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Elizabeth A. Green
Elizabeth A. Green